

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:)	Chapter 11
)	
W. R. GRACE & CO., et al.,)	Case No. 01-1139 (JKF)
)	(Jointly Administered)
Debtors.)	
)	Re: Docket No. 27621
)	January 23, 2012 Hearing Agenda Item No. ____

**CERTIFICATION OF COUNSEL REGARDING STIPULATION AND AGREED
ORDER RESOLVING MOTION OF INTRAWEST CALIFORNIA HOLDINGS, ET AL.
FOR RELIEF FROM THE AUTOMATIC STAY [DOCKET NO. 27621]**

1. On September 19, 2011, Intrawest California Holdings, Inc., Intrawest Retail Groups, Inc., 22 Station Development Corporation, First Ascent Development Corporation and Intrawest Corporation (collectively, "Intrawest") filed their *Motion for Relief from the Automatic Stay* [Docket No. 27621] (the "Motion") with the United States Bankruptcy Court for the District of Delaware, 824 Market Street, Wilmington, Delaware 19801. The Debtors have not filed a response to the Motion.

2. The Debtors and Intrawest have entered into a Stipulation and Agreed Order to resolve the Motion. A copy of the fully executed Stipulation and Agreed Order is attached as Exhibit A to the proposed form of order (the "Proposed Order") attached hereto.

3. As noted in the Stipulation and Agreed Order, as a result of the agreements entered into in the Stipulation and Agreed Order, the Motion is withdrawn.

[Remainder of Page Intentionally Left Blank]

4. Accordingly, the Debtors respectfully request entry of the Proposed Order at its earliest convenience.

Dated: January 6, 2012

Respectfully submitted,

KIRKLAND & ELLIS LLP

John Donley

Adam Paul

Lisa G. Esayian

300 N. LaSalle


Chicago, IL 60654

Telephone: (312) 862-2000

Facsimile: (312) 862-2200

-and-

PACHULSKI STANG ZIEHL & JONES LLP



Laura Davis Jones (Bar No. 2436)

James E. O'Neil (Bar No. 4042)

Kitty Makowski (Bar No. 3648)

Timothy P. Cairns (Bar No. 4228)

919 North Market Street, 17th Floor

P.O. Box 8705

Wilmington, Delaware 19899-8705 (Courier 19801)

Telephone: (302) 652-4100

Facsimile: (302) 652-4400

Co-Counsel for the Debtors and Debtors in Possession